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FILED *DT*

In the office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION

MAR - 6 2002

OF

THORNE ENTERPRISES, INC.

Bill Jones
BILL JONES, Secretary of State

ARTICLE I - NAME.

The name of this Corporation is:

Thorne Enterprises, Inc.

ARTICLE II - PURPOSE.

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III - AGENT FOR SERVICE OF PROCESS.

The name and address in the State of California of this Corporation's initial agent for service of process is Stephen R. Goldstein, Esq., 2121 Avenue of the Stars, Tenth Floor, Los Angeles, California 90067.

ARTICLE IV - CAPITAL STRUCTURE.

This Corporation is authorized to issue only one class of shares of stock and the total number of shares which this Corporation is authorized to issue is one hundred thousand (100,000).

ARTICLE V - LIMITATION OF LIABILITY OF DIRECTORS.

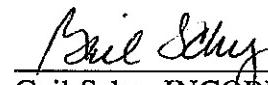
The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

ARTICLE VI - INDEMNIFICATION OF AGENTS.

The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) for breach of duty to the Corporation and its shareholders through bylaw provisions or through agreements with

the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the California Corporations Code.

Dated: March 5, 2002.



Gail Schy, INCORPORATOR